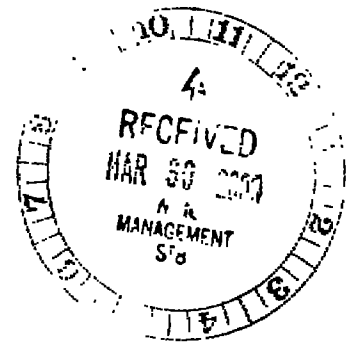


RECORDATION NO 26550-F FILED

MAR 30 '09

2-52 PM

SURFACE TRANSPORTATION BOARD



## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

VIA UPS 2<sup>nd</sup> DAY AIR

March 27, 2009

Ms. Anne K. Quinlan  
Surface Transportation Board  
395 E Street S.W., Suite 100  
Washington, DC 20024  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) certified copies of a Memorandum of Lease, dated February 26, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 26550.

The names and addresses of the parties to the enclosed document are:

**Lessor:** First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

**Lessee:** Pacific BioEnergy Corporation  
9988 Willowdale Forest Rd  
Prince George, BC  
V2N 7A8 Canada

A description of the railroad equipment covered by the enclosed document is for ninety (90) 5150 to 5250 cu. ft. covered hopper rail cars with FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397.  
Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read "Marcia Dunne".

Marcia Dunne  
Sr. Documentation Specialist

Enclosures

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ASSGN. NO.: PBEC018

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE  
RIDER NO. 6**

**THIS MEMORANDUM OF LEASE** (the "Memorandum of Lease") is made and entered into as of February 26, 2009 by and between the Montreal branch of First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Pacific BioEnergy Corporation, a British Columbia corporation.


**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement dated as of August 1, 2006 (the "Lease") and Rider No. 6 thereto dated as of February 26, 2009 (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider which are incorporated herein by reference.

**IN WITNESS WHEREOF**, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

**LESSOR:**

FIRST UNION RAIL CORPORATION

Name: Susan A. BarrieTitle: Regional Vice President, SalesSignature: **LESSEE:**

PACIFIC BIOENERGY CORPORATION

Name: Dan ThiessenTitle: Fiber Logistics ManagerSignature: 

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

**NUMBER OF CARS:**           Ninety (90).

**DESCRIPTION OF CARS:**   5150 to 5250 cu. ft., 286,000 GRL, covered hopper rail cars.

**CAR NUMBERS:**

FURX 845400	FURX 845520	FURX 845594	FURX 850229
FURX 845405	FURX 845526	FURX 845596	FURX 850231
FURX 845431	FURX 845540	FURX 845598	FURX 850247
FURX 845436	FURX 845542	FURX 845599	FURX 850268
FURX 845438	FURX 845545	FURX 850020	FURX 850276
FURX 845459	FURX 845547	FURX 850041	FURX 850335
FURX 845461	FURX 845548	FURX 850043	FURX 850336
FURX 845464	FURX 845552	FURX 850058	FURX 850353
FURX 845469	FURX 845554	FURX 850069	FURX 850399
FURX 845471	FURX 845557	FURX 850081	FURX 850444
FURX 845475	FURX 845560	FURX 850096	FURX 850491
FURX 845477	FURX 845561	FURX 850098	FURX 850500
FURX 845478	FURX 845562	FURX 850105	FURX 850605
FURX 845481	FURX 845565	FURX 850109	FURX 850625
FURX 845483	FURX 845570	FURX 850110	FURX 850626
FURX 845486	FURX 845575	FURX 850122	FURX 850632
FURX 845487	FURX 845578	FURX 850126	FURX 850633
FURX 845498	FURX 845581	FURX 850147	FURX 850669
FURX 845499	FURX 845582	FURX 850189	FURX 850683
FURX 845501	FURX 845583	FURX 850193	FURX 850684
FURX 845503	FURX 845584	FURX 850207	FURX 850905
FURX 845504	FURX 845585	FURX 850211	
FURX 845505	FURX 845587	FURX 850218	


STATE OF ILLINOIS) ) SS  
COUNTY OF COOK)

## CERTIFICATION OF RECORDS

I, Susan Grokulsky, certify that I am the custodian of records for First Union Rail Corporation and that I have examined the attached copy of the Memorandum of Lease dated as of February 26, 2009, between First Union Rail Corporation (Lessor) and Pacific BioEnergy Corporation (Lessee) and that the same is a true and accurate copy of the original Memorandum of Lease relating to said lease.

Susan Grobelsky

Subscribed and sworn to  
before me this  
24<sup>th</sup> day of March, 2009

  
NOTARY PUBLIC

